

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11

Sears Holdings Corporation *et al.*, : Case No. 18-23538-rdd

Debtors. : (Joint Administration Requested)

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NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS

PLEASE TAKE NOTICE that Cleary Gottlieb Steen & Hamilton LLP hereby appears in the above-captioned case pursuant to Rule 9010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) as counsel to ESL Investments, Inc. and its affiliates (including JPP, LLC and JPP II, LLC) (collectively, “ESL”), and requests, pursuant to Bankruptcy Rules 2002, 9007, and 9010 and sections 342 and 1109(b) of chapter 11, title 11 of the United States Code (the “Bankruptcy Code”), that all notices given or required to be given in this case and all papers served or required to be served in this case be given to and served upon the undersigned at the following office address, telephone numbers and e-mail addresses:

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PLEASE TAKE FURTHER NOTICE that, pursuant to section 1109(b) of the Bankruptcy Code, the foregoing request includes not only the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, orders and notices of any application, motion, petition, pleading, request, complaint or demand, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, delivery,

telephone, facsimile transmission, e-mail or otherwise, which affect the Debtors or property of the Debtors.

This Notice of Appearance and Request for Service of Papers shall not be deemed to be a waiver of ESL's rights (1) to have final orders in non-core matters entered only after *de novo* review by a District Court Judge, (2) to trial by jury in any proceeding so triable in this case or any case, controversy, or proceeding related to this case, (3) to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, (4) to any other rights, claims, actions, setoffs, or recoupments to which ESL is or may be entitled, in law or in equity, all of which rights, claims, actions, setoffs, and recoupments ESL expressly reserves, or (5) to any and all defenses or objections ESL may have to any claims asserted against it in this action including, without limitation, any defense based on insufficient service of process, jurisdiction (including personal jurisdiction), or capacity to be sued. The undersigned each certify that they are admitted to practice before this Court.

Dated: New York, New York
October 15, 2018

Respectfully submitted,

CLEARY GOTTlieb STEEN & HAMILTON LLP

By: /s/ Andrew Weaver

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